

GAUDIANA GIUSTI

Born in Livorno on July 14,1962

Gaudiana Giusti concentrates her practice on corporate finance, capital markets, investment services and banking. She has also gained significant experience on corporate governance, regulatory obligations, compliance, risk and control and compensation policies as well as extraordinary finance transactions of listed/regulated entities.

Through 2016 she was General Counsel at Veneto Banca.

During the period 2012 through 2016 she rejoined Gianni, Origoni, Grippo, Cappelli & Partners, after having previously been with the firm as a partner for 12 years until 2007.

During the period 2007 through 2012 she worked with Credit Suisse (Italy) as Head of General Counsel Country Coverage, responsible for coordinating Legal and Compliance matters. She was part of the Italian Management Committee in charge of the strategic management of the Italian business for the three divisions (Investment Banking, Private Banking and Asset Management). She also chaired the Italian Diversity and Philanthropy Council.

Gaudiana serves as independent director and Chairman of the Nomination and Compensation Committee at Saes Getters S.p.A. and as independent director at Domus Italia SpA. She is also a member of the supervisory board under Law Decree 231 of Credit Suisse AG, Milan Branch and London Branch, CSS(E)L (including Milan branch), Credit Suisse International and Saes Getters S.p.A.

She is a lecturer at conferences and seminars and occasional lecturer with the Università Commerciale Luigi Bocconi and the Università LUISS Guido Carli on corporate governance matters.

She speaks Italian, English and French.

EDUCATION:

University of Pisa: 1987
Law degree - Maxima cum laude, Grade 110/110

Université Libre de Bruxelles, Brussels, Belgium: 1988 -1989
Licence speciale en droit européen, Honours

Induction course for members of the boards of financial institutions (Italian Banking Association), Milan: 2014.

In the Board Room: Multidisciplinary training program for key executives and board members - a joint project by Linklaters and Egon Zehnder sponsored by Valore D and financially supported by GE Capital. Class 6 – 2015.

Induction session for board directors and statutory auditors of listed companies.
Assogestioni – Assonime.
Rome 10/24 February 2017.

PROFESSIONAL QUALIFICATIONS:

Italian Lawyer admitted to bar (1988)

CORPORATE BOARDS MEMBERSHIP:

Independent director and Chairman of the Nomination and Compensation Committee at Saes Getters S.p.A.

Independent director at Domus Italia SpA.

Member of the supervisory board under Law Decree 231 of Credit Suisse AG, Milan Branch and London Branch, CSS(E)L (including Milan branch), Credit Suisse International and Saes Getters S.p.A.

Former independent director and Chairman of the Risk Control Committee at Banca Farmafactoring and independent director at Trevi Finanziaria SpA.

EMPLOYMENT:

**APRIL 2016
TO DECEMBER 2016**

**Veneto Banca
(Milan/Montebelluna)**

General Counsel

Main achievements

In this capacity she was responsible for legal matters and corporate affairs of the VB Group, including dealing with duties in connection with the appointment of three different new boards of directors.

She handled legal aspects of the so called *Serenissima Project* relating to the rights' issue and listing of the shares of Veneto Banca, including final underwriting by Atlante.

She was in charge of the strategic approach to legal risk in connection with shareholders' claims against the company.

She also supervised the relationship of the Group with regulatory authorities.

**MAY 2012
TO APRIL 2016**

**Gianni, Origoni, Grippo, Cappelli & Partners
(Milan)**

Of counsel

**Corporate finance, securities regulation, investment services,
debt and equity capital markets**

Main achievements:

- Outsourcing part of the legal work at Credit Suisse (Italy) confirming the bank as main client of the firm;
- leveraging in-house experience to support the strengthening of the practice related to regulatory matters;
- leveraging in-house experience to offer to partners a "client" view on firm's main projects;
- leveraging in-house experience to support clients in the complexity of their internal corporate and decision-making process (e.g. including reputational issues, decisions on allocation of reserves, needs of different departments etc.).

**JUNE 2007
APRIL 2012**

**CREDIT SUISSE
(Milan)**

Head of General Counsel Country Coverage in Italy: responsible for coordinating Legal and Compliance matters with a team of 15 people.

Head of Legal:

- Investment Banking

- Private Banking
- Asset Management

Member of the **Italian Management Committee** in charge of the strategic management of Italian business for the three divisions.

Part of the **EMEA Country Heads Conference** (General Counsel Country Coverage) meeting every month to coordinate the EMEA countries responsibilities.

Founder and chair of the **Italian Diversity and Philanthropy Council**, aimed at promoting in the group a culture of respect for individual differences and building an inclusive workplace.

Main achievements:

- (re)creating the IB legal team;
- supporting the coordination of the legal and compliance teams with a seamless and proactive approach to business issues;
- supporting junior colleagues in their careers through guidance and coaching;
- interpreting and coordinating positions and needs based on a cross cultural approach; navigating through different jurisdictions by confronting different legal systems and mediating among different cultures at all levels across the business;
- handling conflict with a constructive attitude;
- launching and promoting the Diversity project.

**SEPTEMBER 1995
TO JUNE 2007**

**Gianni Origoni Grippo & Partners
(Rome)**

Partner since January 2001.

Corporate finance, debt and equity capital markets: transactions on primary and secondary market; structured finance transactions; rights' issues; extraordinary finance transactions carried out by listed companies; privatizations.

Key clients: investment banks, corporate clients and governments.

Also significant experience in advising banks, financial intermediaries and corporate clients in M&A and financing transactions.

Main achievements:

- handling complex processes with a number of different extraordinary finance transactions occurring at the same time;
- guiding corporate clients through capital market transactions by supporting them in confronting new and unfamiliar financial issues;
- supporting clients in meeting challenging business deadlines;
- supporting clients in international debt restructuring processes;
- supporting the establishment of the capital markets team in the firm.

**JUNE 1990 TO
SEPTEMBER 1995**

**STUDIO LEGALE BISCONTI
(London - Milan)**

Associate. Management of Italian law aspects of large cross border M&A transactions on both the buy and sale side; advising UK clients on LBO's

and Management Buy-outs under Italian law; advising on issuance of security interests granted under Italian law in connection with restructuring of client's financial condition.

OTHER POINTS OF INTEREST:

Member

International Bar Association.

Conferences, Seminars and academic cooperation

Lecturer at conferences and seminars and occasional lecturer with the Università Commerciale Luigi Bocconi and the Università LUISS Guido Carli on corporate governance matters.

Publications

- Recent Italian legislation adopting urgent measures to stabilise the banking sector - International In-house Counsel Journal - Volume2, Number 7, Spring 2009.
- Prospectus for the Public Offering of Securities in Europe Set : European and National Legislation in the Member States of the European Economic Area – Italy (Francesco Gianni, Andrea Marani and Gaudiana Giusti) May 2009.
- Le Persone Giuridiche' (EC Directives concerning corporations and other legal entities) 1996.
- 'EEC Regulations and Protection of the Industrial Property in the market of the components of car bodies' – Rivista del Diritto del Commercio Internazionale – July/December 1989.
- 'Memorandum of the Commission to the Parliament, the Council and the social parties on the proposal of articles of association of the European Company' – Rivista del Diritto del Commercio Internazionale – July/December 1988.

Included in the list organised by Professional Women Association within the context of the so called "Ready for Board Women" program

In February 2012, listed in the Italian magazine, "A" as one of the **top 50 women Managers in Italy**.